

# HOUSE BILL No. 2062

## DIGEST OF INTRODUCED BILL

**Citations Affected:** IC 23-1; IC 23-4-1; IC 23-15-1-1; IC 23-25-8; IC 23-16; IC 23-17; IC 23-18; IC 26-1-9.1-525.

**Synopsis:** Business entity matters. Provides that the filing fee for a renewal of a nonprofit reserved name is \$20. Establishes certain filing fees for business entity name filings. Revises procedures related to filing for business entity names. Changes certain fees. Allows a corporation's bylaws to be amended to permit staggered terms for a corporation's board of directors without first amending the articles of incorporation. Provides reduced fees or eliminates fees for certain items filed electronically. Allows a filing with the secretary of state to contain multiple assumed business names. Requires the secretary of state to forward to the department of financial institutions a filing that contains the term "bank" in the name of the business entity. Provides that a filing that contains the term "bank" in the business name may not be accepted by the secretary of state until the filing's use of "bank" is approved by the department of financial institutions. Allows electronic signatures on certain electronic filings with the secretary of state. Eliminates the fee for the cancellation of a limited partnership reserved name. Establishes a filing fee for articles of merger. Allows for a renewable reservation of a nonprofit corporation name.

**Effective:** July 1, 2001.

**Bardon**

January 17, 2001, read first time and referred to Committee on Commerce, Economic Development and Technology.



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Introduced

First Regular Session 112th General Assembly (2001)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in **this style type**, and deletions will appear in ~~this style type~~.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or ~~this style type~~ reconciles conflicts between statutes enacted by the 2000 General Assembly.

## HOUSE BILL No. 2062

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A BILL FOR AN ACT to amend the Indiana Code concerning business and other associations.

*Be it enacted by the General Assembly of the State of Indiana:*

- 1       SECTION 1. IC 23-1-18-1 IS AMENDED TO READ AS  
2       FOLLOWS[EFFECTIVE JULY 1, 2001]: Sec. 1. (a) A document must  
3       satisfy the requirements of this section, and of any other section that  
4       adds to or varies these requirements, to be entitled to filing by the  
5       secretary of state.  
6       (b) This article must require or permit filing the document in the  
7       office of the secretary of state.  
8       (c) The document must contain the information required by this  
9       article. It may contain other information as well.  
10      (d) The document must be typewritten or printed, legible, and  
11      otherwise suitable for processing.  
12      (e) The document must be in the English language. A corporate  
13      name need not be in English if written in English letters or Arabic or  
14      Roman numerals, and the certificate of existence required of foreign  
15      corporations need not be in English if accompanied by a reasonably  
16      authenticated English translation.  
17      (f) The document must be executed:

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(1) by the chairman of the board of directors of the domestic or foreign corporation or by any of its officers;

(2) if directors have not been selected or the corporation has not been formed, by an incorporator; or

(3) if the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

(g) **Except as provided in subsection (k)**, the person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. The document may but is not required to contain:

(1) the corporate seal;

(2) an attestation by the secretary or an assistant secretary; and

(3) an acknowledgement, verification, or proof.

(h) If the secretary of state has prescribed a mandatory form for the document under section 2 of this chapter, the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing as described in section 1.1 of this chapter and the correct filing fee must be paid in the manner and form required by the secretary of state.

(j) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

**(k) A signature on a document that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**

**(1) has the intent to file the document as evidenced by a**

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1        **symbol executed or adopted by a party with present intention**  
 2        **to authenticate the filing; and**  
 3        **(2) enters the filing party's name on the electronic form in a**  
 4        **signature box or other place indicated by the secretary of**  
 5        **state.**

6        SECTION 2. IC 23-1-18-3 IS AMENDED TO READ AS  
 7        FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of  
 8        state shall collect the following fees when the documents described in  
 9        this subsection are delivered to the secretary of state for filing:

Document	Fee
(1) Articles of incorporation .....	\$90
(2) Application for use of indistinguishable name .....	\$20
(3) Application for reserved name .....	\$20
(4) Notice of transfer of reserved name .....	\$20
(5) Application for registered name .....	\$30
(6) Application for renewal of registered name .....	\$30
(7) Corporation's statement of change of registered agent or registered office or both .....	No Fee
(8) Agent's statement of change of registered office for each affected corporation .....	No Fee
(9) Agent's statement of resignation .....	No Fee
(10) Amendment of articles of incorporation .....	\$30
(11) Restatement of articles of incorporation .....	\$30
With amendment of articles .....	\$30
(12) Articles of merger or share exchange .....	\$90
(13) Articles of dissolution .....	\$30
(14) Articles of revocation of dissolution .....	\$30
(15) Certificate of administrative dissolution .....	No Fee
(16) Application for reinstatement following administrative dissolution .....	\$30

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1	(17)	Certificate of reinstatement . . . . .	No Fee
2	(18)	Certificate of judicial dissolution . . . . .	No Fee
3	(19)	Application for certificate of	
4		authority . . . . .	\$90
5	(20)	Application for amended certificate	
6		of authority . . . . .	\$30
7	(21)	Application for certificate of	
8		withdrawal . . . . .	\$30
9	(22)	Certificate of revocation of	
10		authority to transact business . . . . .	No Fee
11	(23)	Biennial report <b>filed in writing,</b>	
12		<b>including by facsimile</b> . . . . .	\$30
13	(24)	<b>Biennial report filed by</b>	
14		<b>electronic medium</b> . . . . .	<b>\$17</b>
15	(25)	Articles of correction . . . . .	\$30
16	<del>(25)</del> (26)	Application for certificate of	
17		existence or authorization . . . . .	\$15
18	(27)	<b>Application for use of</b>	
19		<b>indistinguishable name</b> . . . . .	<b>\$20</b>
20	(28)	<b>Application for reservation of name</b> . . . . .	<b>\$20</b>
21	(29)	<b>Application for renewal of reservation</b> . . . . .	<b>\$20</b>
22	(30)	<b>Notice of transfer of reserved name</b> . . . . .	<b>\$20</b>
23	(31)	<b>Application of registered name</b> . . . . .	<b>\$30</b>
24	(32)	<b>Application for renewal of</b>	
25		<b>registered name</b> . . . . .	<b>\$30</b>
26	(33)	<b>Application for renewal of</b>	
27		<b>a nonprofit reserved name</b> . . . . .	<b>\$20</b>
28	<del>(26)</del> (34)	Any other document required or	
29		permitted to be filed by this	
30		article, including an application	
31		for any other certificates or	
32		certification certificate (except	
33		for any such other certificates	
34		that the secretary of state may	
35		determine to issue without	
36		additional fee in connection with	
37		particular filings) and a request	
38		for other facts of record under	
39		section 9(b)(6) of this chapter . . . . .	\$30
40	(b)	The fee set forth in subsection (a)(23) for filing a biennial report	
41	is:		
42	(1)	fifteen dollars (\$15) per year, <b>for a filing in writing,</b>	

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1 including facsimile; and

2 (2) eight dollars and fifty cents (\$8.50) for a filing by  
3 electronic medium;

4 to be paid biennially.

5 (c) The secretary of state shall collect a fee of ten dollars (\$10) each  
6 time process is served on the secretary of state under this article. If the  
7 party to a proceeding causing service of process prevails in the  
8 proceeding, then that party is entitled to recover this fee as costs from  
9 the nonprevailing party.

10 (d) The secretary of state shall collect the following fees for copying  
11 and certifying the copy of any filed document relating to a domestic or  
12 foreign corporation:

13 (1) Per page for copying . . . . . \$ 1

14 (2) For a certification stamp . . . . . \$15

15 SECTION 3. IC 23-1-33-6 IS AMENDED TO READ AS  
16 FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 6. (a) The articles of  
17 incorporation or ~~if the articles of incorporation so authorize~~, the bylaws  
18 may provide for staggering their terms by dividing the total number of  
19 directors into either:

20 (1) two (2) groups, with each group containing one-half (½) of the  
21 total, as near as may be; or

22 (2) if there are more than two (2) directors, three (3) groups, with  
23 each group containing one-third (1/3) of the total, as near as may  
24 be.

25 (b) In the event that terms are staggered under subsection (a), the  
26 terms of directors in the first group expire at the first annual  
27 shareholders' meeting after their election, the terms of the second group  
28 expire at the second annual shareholders' meeting after their election,  
29 and the terms of the third group, if any, expire at the third annual  
30 shareholders' meeting after their election. At each annual shareholders'  
31 meeting held thereafter, directors shall be chosen for a term of two (2)  
32 years or three (3) years, as the case may be, to succeed those whose  
33 terms expire.

34 SECTION 4. IC 23-4-1-45 IS AMENDED TO READ AS  
35 FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 45. (a) To qualify as a  
36 limited liability partnership, a partnership under this chapter must do  
37 the following:

38 (1) File a registration with the secretary of state in a form  
39 determined by the secretary of state that satisfies the following:

40 (A) Is signed by one (1) or more partners authorized to sign  
41 the registration. **A signature on a document under this**  
42 **clause that is transmitted and filed electronically is**

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sufficient if the person transmitting and filing the document:

- (i) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and
- (ii) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.

(B) States the name of the limited liability partnership, which must:

- (i) contain the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of the name; and
- (ii) be distinguishable upon the records of the secretary of state from the name of a limited liability partnership registered to transact business in Indiana.

(C) States the address of the partnership's principal office.

(D) States the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.

(E) Contains a brief statement of the business in which the partnership engages.

(F) States any other matters that the partnership determines to include.

(G) States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

(2) File a ninety dollar (\$90) registration fee with the registration.

(b) The secretary of state shall grant limited liability partnership status to any partnership that submits a completed registration with the required fee.

(c) Registration is effective and a partnership becomes a limited liability partnership on the date a registration is filed with the secretary of state or at any later date or time specified in the registration. The registration remains effective until it is voluntarily withdrawn by filing with the secretary of state a written withdrawal notice under section 45.2 of this chapter.

(d) The status of a partnership as a limited liability partnership and the liability of a partner of a limited liability partnership is not adversely affected by errors or subsequent changes in the information stated in a registration under subsection (a).

(e) A registration on file with the secretary of state is notice that the

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partnership is a limited liability partnership and is notice of all other facts set forth in the registration.

SECTION 5. IC 23-4-1-45.3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 45.3. (a) **The A person may reserve the exclusive right to use a name** of a limited liability partnership or foreign limited liability partnership may be reserved by the following:

(1) **A person intending to organize a limited liability partnership under this article and to adopt that name:**

(2) **A limited liability partnership or any foreign limited liability partnership registered in Indiana that, in either case, intends to change its name to that name:**

(3) **A foreign limited liability partnership intending to register in Indiana and use that name in Indiana:**

(4) **A person intending to organize a foreign limited liability partnership and intending to have it registered in Indiana and use that name in Indiana:**

(b) **An applicant may reserve a specified name by filing with name, including a fictitious name for a foreign limited liability partnership whose name is not available, by delivering an application to the secretary of state an for filing. The application executed by must set forth the name and address of the applicant specifying the and the name proposed to be reserved. and the name and the address of the applicant, along with a twenty dollar (\$20) fee. If the secretary of state finds that the name is available for use by the applicant, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of renewable one hundred twenty (120) days. After reserving a name, the same applicant may reserve the same name for successive periods of one hundred twenty (120) days: day periods.**

(c) **(b) The exclusive right to use owner of a reserved name may be transferred transfer the reservation to another person by filing in the office of delivering to the secretary of state a signed notice of the transfer executed by the applicant who reserved the name to be transferred and that states the name and address of the transferee.**

SECTION 6. IC 23-4-1-45.4 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 45.4. **The secretary of state shall collect the following fees when the documents described in this chapter are delivered to the secretary of state for filing:**

**Application for use of indistinguishable name . . . . . \$20**

**Application for reservation of name . . . . . \$20**



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1        **Application for renewal of reservation ..... \$20**

2        **Notice of transfer of reserved name ..... \$20**

3        **Application of registered name ..... \$30**

4        **Application for renewal of registered name ..... \$30**

5        SECTION 7. IC 23-4-1-49 IS AMENDED TO READ AS  
6        FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 49. (1) Before  
7        transacting business in this state, a foreign limited liability partnership  
8        shall do the following:

9        (a) Comply with any statutory or administrative registration or  
10       filing requirements governing the specific type of business in  
11       which the partnership is engaged.

12       (b) File a registration with the secretary of state in a form  
13       determined by the secretary of state that satisfies the following:

14       (I) Is signed at least by one (1) partner authorized to sign the  
15       registration. **A signature of an authorized partner on a**  
16       **document under this clause that is transmitted and filed**  
17       **electronically is sufficient if the authorized partner**  
18       **transmitting and filing the document:**

19              **(A) has the intent to file the document as evidenced by a**  
20              **symbol executed or adopted by a party with present**  
21              **intention to authenticate the filing; and**

22              **(B) enters the filing party's name on the electronic form**  
23              **in a signature box or other place indicated by the**  
24              **secretary of state.**

25       (II) States the name of the limited liability partnership which  
26       must contain the words "Limited Liability Partnership" or the  
27       abbreviation "L.L.P." or "LLP" or other similar words or  
28       abbreviations as may be required or authorized by the laws of  
29       the jurisdiction where the partnership is registered as the last  
30       words or letters of the name.

31       (III) States the jurisdiction in which the partnership is  
32       registered as a limited liability partnership.

33       (IV) States the address of the partnership's principal office.

34       (V) States the name of the partnership's registered agent and  
35       the address of the partnership's registered office for service of  
36       process as required to be maintained by section 50 of this  
37       chapter.

38       (VI) Contains a brief statement of the business in which the  
39       partnership engages.

40       (VII) States any other matters that the partnership determines  
41       to include.

42       (VIII) States that the filing of the registration is evidence of the

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1 partnership's intention to act as a limited liability partnership.

2 (c) File a ninety dollar (\$90) registration fee with the registration.

3 (2) The secretary of state shall permit a foreign limited liability  
4 partnership that:

5 (a) submits a completed registration;

6 (b) submits the required ninety dollars (\$90); and

7 (c) otherwise complies with this chapter;

8 to transact business in the state. A registration remains effective until  
9 the registration is voluntarily withdrawn under section 45.2 of this  
10 chapter.

11 (3) The internal affairs of foreign limited liability partnerships,  
12 including the liability of partners for debts, obligations, and liabilities  
13 of or chargeable to the partnership or a partner or partners, are subject  
14 to and governed by the laws of the jurisdiction in which the foreign  
15 limited liability partnership is registered.

16 SECTION 8. IC 23-15-1-1 IS AMENDED TO READ AS  
17 FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) Except as  
18 otherwise provided in section 2 of this chapter:

19 (1) a person conducting or transacting business in Indiana under  
20 a name, designation, or title other than the real name of the person  
21 conducting or transacting such business;

22 (2) a corporation conducting business in Indiana under a name,  
23 designation, or title other than the name of the corporation as  
24 shown by its articles of incorporation;

25 (3) a foreign corporation conducting business in Indiana under a  
26 name, designation, or title other than the name of the foreign  
27 corporation as shown by its application for certificate of authority  
28 to transact business in Indiana;

29 (4) a limited partnership conducting business in Indiana under a  
30 name, designation, or title other than the name of the limited  
31 partnership as shown by its certificate of limited partnership;

32 (5) a foreign limited partnership conducting business in Indiana  
33 under a name, designation, or title other than the name of the  
34 limited partnership as shown by its application for registration;

35 (6) a limited liability company conducting business in Indiana  
36 under a name, designation, or title other than as shown by its  
37 articles of organization;

38 (7) a foreign limited liability company conducting business in  
39 Indiana under a name, designation, or title other than the name of  
40 the limited liability company as shown by its application for  
41 registration;

42 (8) a limited liability partnership conducting business in Indiana

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1 under a name, designation, or title other than the name of the  
 2 limited liability partnership as shown by its application for  
 3 registration; and

4 (9) a foreign limited liability partnership conducting business in  
 5 Indiana under a name, designation, or title other than the name of  
 6 the limited liability partnership as shown by its application for  
 7 registration;

8 shall file for record, in the office of the recorder of each county in  
 9 which a place of business or an office of the person, limited  
 10 partnership, foreign limited partnership, limited liability company,  
 11 foreign limited liability company, corporation, or foreign corporation  
 12 is situated, a certificate stating the assumed name **or names** to be used,  
 13 and, in the case of a person, the full name and address of the person  
 14 engaged in or transacting business, or, in the case of a corporation,  
 15 foreign corporation, limited liability company, foreign limited liability  
 16 company, limited partnership, or foreign limited partnership, the full  
 17 name and the address of the corporation's, limited liability company's,  
 18 or limited partnership's principal office in Indiana.

19 (b) The recorder shall keep a record of the certificates filed under  
 20 this section and shall keep an index of the certificates showing, in  
 21 alphabetical order, the names of the persons, the names of the  
 22 partnerships, the names of the limited liability companies, the corporate  
 23 names of the corporations having such certificates on file in the  
 24 recorder's office, and the assumed **name or names** which they intend  
 25 to use in carrying on their businesses as shown by the certificates.

26 (c) Before the dissolution of any business for which a certificate is  
 27 on file with the recorder, the person, limited liability company,  
 28 partnership, or corporation to which the certificate appertains shall file  
 29 a notice of dissolution for record in the recorder's office.

30 (d) The county recorder shall charge a fee in accordance with  
 31 IC 36-2-7-10 for each certificate, notice of dissolution, and notice of  
 32 discontinuance of use filed with the recorder's office and recorded  
 33 under this chapter. The funds received shall be receipted as county  
 34 funds the same as other money received by the recorders.

35 (e) A corporation, limited liability company, or limited partnership  
 36 subject to this chapter shall, in addition to filing the certificate provided  
 37 for in subsection (a), file with the secretary of state a copy of each  
 38 certificate.

39 (f) A person, partnership, limited liability company, or corporation  
 40 that has filed a certificate of assumed business name **or names** under  
 41 subsection (a) or (e) may file a notice of discontinuance of use of  
 42 assumed business name **or names** with the secretary of state and with

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the recorder's office in which the certificate was filed or transferred. The secretary of state and the recorder shall keep a record of notices filed under this subsection.

(g) A corporation or limited partnership, domestic or foreign, that is subject to this chapter and that does not have a place of business or an office in Indiana, shall file the certificate required under subsection (a) in the office of the recorder of the county where the corporation's or limited partnership's registered office is located. The certificate must state the assumed name **or names** to be used, the name of the registered agent, and the address of the registered office. The corporation or limited partnership must comply with the requirements in subsection (e).

(h) The secretary of state shall collect the following fees when a copy of a certificate is filed with the secretary of state under subsection (e):

(1) A fee of thirty dollars (\$30) from a corporation (other than a nonprofit corporation), limited liability company, or a limited partnership.

(2) A fee of twenty-six dollars (\$26) from a nonprofit corporation.

SECTION 9. IC 23-25-8 IS ADDED TO THE INDIANA CODE AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]:

**Chapter 8. Use of "Bank" in Business Entity Name**

**Sec. 1. As used in this chapter, "business entity" means:**

- (1) a corporation;**
- (2) a limited liability company;**
- (3) an association;**
- (4) a partnership in any form; or**
- (5) any other similar form of business organization;**

**whether organized for profit or not for profit.**

**Sec. 2. (a) If a filing received by the secretary of state contains "bank" in the business entity name, the filing must be forwarded to the department of financial institutions for review of the use of the term "bank".**

**(b) A document under subsection (a) may only be filed by the secretary of state after the filing has been approved by the department of financial institutions.**

SECTION 10. IC 23-16-2-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2. (a) ~~The~~ **A person may reserve the exclusive right to the use of a limited partnership name, including a fictitious name by a foreign limited partnership whose name is not available, may be reserved by**



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(1) any person intending to organize a limited partnership under this article and to adopt that name;

(2) any domestic limited partnership or any foreign limited partnership registered in Indiana intending to adopt that name;

(3) any foreign limited partnership intending to register in Indiana and adopt that name; and

(4) any person intending to organize a foreign limited partnership and intending to have it registered in Indiana and adopt that name.

(b) The reservation of a specified name shall be made by filing with **delivering an application to** the secretary of state **an for filing. The** application; **executed by the must set forth the name and address of** the applicant **specifying the and the name proposed** to be reserved. **and the name and address of the applicant.** If the secretary of state finds that the name is available, **for use by a domestic or foreign limited partnership;** the secretary of state shall reserve the name for the exclusive use of the applicant for a **period of renewable** one hundred twenty (120) days. **Once having so reserved a name, the same applicant may again reserve the same name for successive periods of one hundred twenty (120) days. day periods.**

(b) The **right to the exclusive use owner** of a reserved name may be **transferred transfer** to any other **another** person by **filing in the office of delivering to** the secretary of state a **signed** notice of the transfer **executed by the applicant for whom the name was reserved, and specifying the name to be transferred and that states** the name and address of the transferee.

SECTION 11. IC 23-16-12-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 4. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership or a foreign limited liability company to the secretary of state for filing:

Document	Fee
(1) Application for reservation of name . . . . .	\$20
(2) Application for use of indistinguishable name . . . . .	\$20
(3) Application for renewal of reservation . . . . .	\$20
(4) Notice of transfer <b>or cancellation</b> of reservation . . . . .	\$20
(5) Certificate of change of registered agent's business address . . . . .	No fee
(6) Certificate of resignation of agent . . . . .	No fee
(7) Certificate of limited partnership . . . . .	\$90
(8) Certificate of amendment . . . . .	\$30
(9) Certificate of cancellation . . . . .	\$90
(10) Restated certificate of limited partnership	



- 1 or registration ..... \$30
- 2 (11) Restated certificate of limited partnership
- 3 or registration with amendments ..... \$30
- 4 (12) Application for registration ..... \$90
- 5 (13) Certificate of change of application ..... \$30
- 6 (14) Certificate of cancellation of
- 7 registration ..... \$30
- 8 (15) Certificate of change of registered agent ..... No fee
- 9 (16) Application for certificate of existence or
- 10 authorization ..... \$15
- 11 (17) **Application for use of indistinguishable name ... \$20**
- 12 (18) **Application for reservation of name ..... \$20**
- 13 (19) **Application for renewal of reservation ..... \$20**
- 14 (20) **Notice of transfer of reserved name ..... \$20**
- 15 (21) **Application of registered name ..... \$30**
- 16 (22) **Application for renewal of registered name ..... \$30**
- 17 (23) Any other document required or permitted to be
- 18 filed under this article, including an application
- 19 for any other certificates or certification
- 20 certificate (except for any such other certificates
- 21 that the secretary of state may determine to issue
- 22 without additional fee in connection with particular
- 23 filings) ..... \$30
- 24 (b) The secretary of state shall collect a fee of ten dollars (\$10) each
- 25 time process is served on the secretary of state under this article. If the
- 26 party to a proceeding causing service of process prevails in the
- 27 proceeding, then that party is entitled to recover this fee as costs from
- 28 the nonprevailing party.
- 29 (c) The secretary of state shall collect the following fees for copying
- 30 and certifying the copy of any filed document relating to a domestic or
- 31 foreign limited partnership:
- 32 (1) Per page for copying ..... \$ 1
- 33 (2) For a certification stamp ..... \$15
- 34 SECTION 12. IC 23-16-12-5 IS AMENDED TO READ AS
- 35 FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 5. (a) A document must
- 36 satisfy the requirements of this article to be entitled to filing by the
- 37 secretary of state.
- 38 (b) The document must contain the information required by this
- 39 article. It may contain other information as well.
- 40 (c) The document must be typewritten or printed.
- 41 (d) The document must be legible and otherwise suitable for filing.
- 42 (e) The document must be in the English language. A limited

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partnership name need not be in English if written in English letters or Arabic or Roman numerals.

(f) Every person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. **A signature on a document under this subsection that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**

**(1) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and**

**(2) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.**

(g) The document must be delivered to the office of the secretary of state as required by section 5.1 of this chapter, and the correct filing fee must be paid in the manner and form required by the secretary of state.

(h) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

SECTION 13. IC 23-17-5-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2. (a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the corporate name applied for is available, the secretary of state shall

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1 reserve the name for the applicant's exclusive use for a ~~nonrenewable~~  
2 one hundred twenty (120) day period.

3 (b) The owner of a reserved corporate name may transfer the  
4 reservation to another person by delivering to the secretary of state a  
5 signed notice of the transfer that states the name and address of the  
6 transferee.

7 SECTION 14. IC 23-17-29-1 IS AMENDED TO READ AS  
8 FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) To be entitled to  
9 be filed by the secretary of state under this article, a document must  
10 meet the following conditions:

11 (1) Be filed in the office of the secretary of state.

12 (2) Contain the information required by this article.

13 (3) Be typewritten or printed.

14 (4) Be legible.

15 (5) Be in English. However, a corporate name need not be in  
16 English if written in English letters or Arabic or Roman numerals,  
17 and the certificate of existence required of foreign corporations  
18 need not be in English if accompanied by a reasonably  
19 authenticated English translation.

20 (6) Be executed:

21 (A) by the presiding officer of the board of directors of a  
22 domestic or foreign corporation, the corporation's president, or  
23 by another of the corporation's officers;

24 (B) if directors have not been selected or the corporation has  
25 not been formed, by an incorporator; or

26 (C) if the corporation is in the hands of a receiver, trustee, or  
27 other court appointed fiduciary, by the fiduciary.

28 (7) Be signed by the person executing the document and state  
29 beneath or opposite the person's signature name the capacity in  
30 which the person signs. A signature on a document authorized to  
31 be filed under this article may be a facsimile. **A signature on a**  
32 **document under this subdivision that is transmitted and filed**  
33 **electronically is sufficient if the person transmitting and filing**  
34 **the document:**

35 (A) **has the intent to file the document as evidenced by a**  
36 **symbol executed or adopted by a party with present**  
37 **intention to authenticate the filing; and**

38 (B) **enters the filing party's name on the electronic form in**  
39 **a signature box or other place indicated by the secretary of**  
40 **state.**

41 (b) A document may contain the following:

42 (1) A corporate seal.

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(2) An attestation by a secretary or an assistant secretary.

(3) An acknowledgement, a verification, or a proof.

(c) If the secretary of state has prescribed a mandatory form for a document under section 2 of this chapter, the document must be in or on the prescribed form.

(d) A document must be delivered to the office of the secretary of state for filing as described in section 1.1 of this chapter and must be accompanied by the correct filing fee. The filing fee must be paid in the manner and form required by the secretary of state.

(e) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

SECTION 15. IC 23-17-29-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of state shall collect the following fees when the following documents are delivered for filing:

	DOCUMENT	FEE
(1)	Articles of Incorporation	\$30
(2)	Application for use of indistinguishable name	\$20
(3)	Application for reserved name	\$20
(4)	Notice of transfer of reserved name	\$20
(5)	Application for registered name	\$30
(6)	Application for renewal of registered name	\$30
(7)	Corporation's statement of change of registered agent or registered office or both	no fee



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1	(8)	Agent's statement of change of	
2		registered office for each	
3		affected corporation	no fee
4	(9)	Agent's statement of resignation	no fee
5	(10)	Amendment of articles of	
6		incorporation	\$30
7	(11)	Restatement of articles of	
8		incorporation with amendments	\$30
9	(12)	Articles of merger	\$30
10	(13)	Articles of dissolution	\$30
11	(14)	Articles of revocation of	
12		dissolution	\$30
13	(15)	Certificate of administrative	
14		dissolution	no fee
15	(16)	Application for reinstatement	
16		following administrative	
17		dissolution	\$30
18	(17)	Certificate of reinstatement	no fee
19	(18)	Certificate of judicial dissolution	no fee
20	(19)	Application for certificate of	
21		authority	\$30
22	(20)	Application for amended certificate	
23		of authority	\$30
24	(21)	Application for certificate of	
25		withdrawal	\$30
26	(22)	Certificate of revocation of	
27		authority to transact business	no fee
28	(23)	Annual report <b>filed in writing,</b>	
29		<b>including a facsimile</b>	\$10
30	(24)	<b>Annual report filed by electronic medium</b>	\$5
31	(25)	<b>Application for use of indistinguishable name</b>	\$20
32	(26)	<b>Application for reservation of name</b>	\$20
33	(27)	<b>Application for renewal of reservation</b>	\$20
34	(28)	<b>Notice of transfer of reserved name</b>	\$20
35	(29)	<b>Application of registered name</b>	\$30
36	(30)	<b>Application for renewal of registered name</b>	\$30
37	(31)	Articles of correction	\$30
38	<del>(25)</del> (32)	Certificate of existence	\$15
39	<del>(26)</del> (33)	Any other document required or	
40		permitted to be filed by this	
41		article	\$30
42	(b) The secretary of state shall collect a fee of ten dollars (\$10) upon		

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being served with process under this article. The party to a proceeding causing service of process may recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

(c) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

(1) One dollar (\$1) a page for copying.

(2) Fifteen dollars (\$15) for the certification stamp.

SECTION 16. IC 23-18-2-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 9. (a) **The A person may reserve the exclusive right to use of a limited liability company name, including a fictitious name by a foreign limited liability company whose name is not available, for a limited liability company may be reserved by the following:**

(1) A person intending to organize a domestic limited liability company under this article and to adopt that name:

(2) A domestic limited liability company or any foreign limited liability company registered in Indiana that, in either case, intends to change its name to that name:

(3) A foreign limited liability company intending to register in Indiana and use that name in Indiana:

(4) A person intending to organize a foreign limited liability company and intending to have it registered in Indiana and use that name in Indiana:

(b) An applicant may reserve a specified name by filing with **delivering an application to** the secretary of state. ~~an~~ The application ~~executed by~~ **must set forth the name and address of the applicant specifying and** the name to be reserved. ~~and the name and the address of the applicant.~~ If the secretary of state finds that the name is available, ~~for use by the applicant,~~ the secretary of state shall reserve the name for the exclusive use of the applicant for a ~~period of~~ **renewable** one hundred twenty (120) days. ~~After reserving a name, the same applicant may reserve the same name for successive periods of one hundred twenty (120) days.~~ **day periods.**

(c) ~~(b)~~ The ~~exclusive right to use~~ **owner of** a reserved name may be ~~transferred~~ **transfer the reservation** to another person by ~~filing in~~ **delivering to** the office of the secretary of state a **signed** notice of the transfer ~~executed by the applicant who reserved the name, specifying the name to be transferred and that states~~ the name and address of the transferee.

SECTION 17. IC 23-18-12-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) A document



required or permitted under this article may be filed with the secretary of state if the document meets the requirements under this article, including the following requirements:

(1) The document must contain the information required by this article, however, it may also contain additional information.

(2) The document must be typewritten or printed.

(3) The document must be legible.

(4) The document must be in the English language. A limited liability company's name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign limited liability companies need not be in English if accompanied by a reasonably authenticated English translation.

(5) The document must be executed:

(A) by a member or an agent designated by the limited liability company if the articles of organization do not provide for a manager or managers;

(B) by a manager or an agent designated by the limited liability company if the articles of organization do provide for a manager or managers; or

(C) if the limited liability company is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

(6) The person executing the document must sign the document and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. **A signature on a document under this subdivision that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**

**(A) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and**

**(B) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.**

(7) If the secretary of state has prescribed a mandatory form for the document under section 2 of this chapter, the document must be in or on the prescribed form.

(8) The document must be delivered to the secretary of state for filing and must be accompanied by the correct filing fee. The filing fee must be paid in the manner and form required by the

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secretary of state.

(b) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

SECTION 18. IC 23-18-12-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered for filing:

Document Fee

(1) Articles of organization . . . . .	\$90
(2) Application for use of indistinguishable name . . . . .	\$20
(3) Application for reservation of name . . . . .	\$20
(4) Application for renewal of reservation . . . . .	\$20
(5) Notice of transfer or cancellation of reservation . . . . .	\$20
(6) Certificate of change of registered agent's business address . . . . .	No Fee
(7) Certificate of resignation of agent . . . . .	No Fee
(8) Articles of amendment . . . . .	\$30
(9) Restatement of articles of organization . . . . .	\$30
(10) Articles of dissolution . . . . .	\$30
(11) Application for certificate of authority . . . . .	\$90
(12) Application for amended	



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1	certificate of authority . . . . .	\$30
2	(13) Application for certificate of	
3	withdrawal . . . . .	\$30
4	(14) Application for reinstatement	
5	following administrative dissolution . . . . .	\$30
6	(15) Articles of correction . . . . .	\$30
7	(16) Certificate of change of	
8	registered agent . . . . .	No Fee
9	(17) Application for certificate of	
10	existence or authorization . . . . .	\$15
11	(18) Biennial report <b>filed in writing,</b>	
12	<b>including by facsimile</b> . . . . .	\$30
13	(19) <b>Biennial report filed by electronic medium</b> . . . . .	\$20
14	(20) <b>Articles of merger involving a</b>	
15	<b>domestic limited liability company</b> . . . . .	\$90
16	(21) <b>Articles of merger involving only</b>	
17	<b>foreign limited liability companies</b> . . . . .	\$30
18	(22) <b>Application for use of indistinguishable name</b> . . . . .	\$20
19	(23) <b>Application for reservation of name</b> . . . . .	\$20
20	(24) <b>Application for renewal of reservation</b> . . . . .	\$20
21	(25) <b>Notice of transfer of reserved name</b> . . . . .	\$20
22	(26) <b>Application of registered name</b> . . . . .	\$30
23	(27) <b>Application for renewal of registered name</b> . . . . .	\$30
24	(28) Any other document required or	
25	permitted to be filed under this article . . . . .	\$30
26	(b) The fee set forth in subsection (a)(18) for filing a biennial report	
27	is fifteen dollars (\$15) per year, to be paid biennially.	
28	(c) The secretary of state shall collect a fee of \$10 each time process	
29	is served on the secretary of state under this article. If the party to a	
30	proceeding causing service of process prevails in the proceeding, that	
31	party is entitled to recover this fee as costs from the nonprevailing	
32	party.	
33	(d) The secretary of state shall collect the following fees for copying	
34	and certifying the copy of any filed documents relating to a domestic	
35	or foreign limited liability company:	
36	(1) One dollar (\$1) per page for copying.	
37	(2) Fifteen dollars (\$15) for certification stamp.	
38	SECTION 19. IC 26-1-9.1-525, AS ADDED BY P.L.57-2000,	
39	SECTION 45, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE	
40	JULY 1, 2001]: Sec. 525. (a) Except as otherwise provided in	
41	subsection (e), the fee for filing and indexing a record under this part,	
42	other than an initial financing statement of the kind described in	

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1 IC 26-1-9.1-502(c), is:

2 (1) four dollars (\$4) if the record is communicated in writing,  
 3 **including by facsimile**, and consists of one (1) or two (2) pages;  
 4 (2) eight dollars (\$8) if the record is communicated in writing,  
 5 **including by facsimile**, and consists of more than two (2) pages;  
 6 and

7 (3) ~~four dollars (\$4)~~ **no fee** if the record is communicated by  
 8 ~~another medium authorized by filing-office rule:~~ **electronic filing.**

9 (b) Except as otherwise provided in subsection (e), the fee for filing  
 10 and indexing an initial financing statement of the kind described in  
 11 IC 26-1-9.1-502(c) is: ~~the amount specified in subsection (c); if~~  
 12 ~~applicable, plus:~~

13 (1) eight dollars (\$8) if the financing statement indicates that it is  
 14 filed in connection with a public-finance transaction; and

15 (2) eight dollars (\$8) if the financing statement indicates that it is  
 16 filed in connection with a manufactured-home transaction.

17 ~~(e) Except as otherwise provided in subsection (e), if a record is~~  
 18 ~~communicated in writing, the fee for each name more than two (2)~~  
 19 ~~required to be indexed is one dollar (\$1).~~

20 ~~(d) (c)~~ The fee for responding to a request for information from the  
 21 filing office, including for issuing a certificate showing whether there  
 22 is on file any financing statement naming a particular debtor, is:

23 (1) ~~one dollar (\$1)~~ **six dollars (\$6)** if the request is communicated  
 24 in writing, **including by facsimile**; and

25 (2) ~~one dollar (\$1)~~ **no fee** if the request is communicated by  
 26 ~~another medium authorized by filing-office rule:~~ **electronically.**

27 ~~(e) (d)~~ This section does not require a fee with respect to a record  
 28 of a mortgage which is effective as a financing statement filed as a  
 29 fixture filing or as a financing statement covering as-extracted  
 30 collateral or timber to be cut under IC 26-1-9.1-502(c). However, the  
 31 recording and satisfaction fees that otherwise would be applicable to  
 32 the record of the mortgage apply.

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